

REGISTRATION NO. 5768-B

AUG 3 1970 - W 20

SUPPLEMENTAL AGREEMENT

SUPPLEMENTAL AGREEMENT dated as of July 1, 1970, among GENERAL MOTORS CORPORATION (Electro-Motive Division) (hereinafter called the Manufacturer), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland corporation (hereinafter called the Agent), as Agent under a Finance Agreement dated as of June 1, 1970 (hereinafter called the Finance Agreement), BANKERS TRUST COMPANY, a New York corporation acting as Trustee under a Trust Agreement dated as of June 1, 1970, with General Electric Credit Corporation (said Trust Company being hereinafter called the Trustee), and BURLINGTON NORTHERN INC., a Delaware corporation (hereinafter called the Lessee).

WHEREAS the Manufacturer, the Trustee and the Lessee have entered into a Conditional Sale Agreement dated as of June 1, 1970 (hereinafter called the Conditional Sale Agreement), providing for the purchase and sale of the units of railroad equipment described in Annex B thereto (hereinafter called the Equipment);

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of June 1, 1970 (hereinafter called the Lease), with respect to the Equipment;

WHEREAS the Manufacturer and the Agent have entered into an Agreement and Assignment dated as of June 1, 1970 (hereinafter called the Assignment), pursuant to which the Agent, acting under the Finance Agreement, acquired all the Manufacturer's right, title and interest in and to the Equipment and under the Conditional Sale Agreement;

WHEREAS the Conditional Sale Agreement and the Lease have been filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on June 29, 1970, and assigned recordation numbers 5768 and 5769, respectively;

WHEREAS the Assignment has been filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on July 9, 1970, and assigned recordation number 5768-A;

WHEREAS the parties hereto desire to amend the Conditional Sale Agreement and the Lease to correct the description of certain units of the Equipment described therein and to amend the Assignment accordingly;

W I T N E S S E T H :

That, in consideration of the foregoing and of the mutual promises of the parties hereto, the parties hereto agree as follows:

1. The Conditional Sale Agreement is hereby amended by deleting from Annex B thereto the description of certain units of the Equipment set forth in Exhibit A hereto and substituting therefor the new description of such units set forth in Exhibit B hereto.

2. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth in the Conditional Sale Agreement.

3. The Lease is hereby amended by deleting from Schedule A thereto the description of certain units of the Equipment set forth in Exhibit A hereto and substituting therefor the new description of such units set forth in Exhibit B hereto.

4. The Lessee will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act and to be duly deposited with the Registrar General of Canada in accordance with Section 148 of the Railway Act of Canada and cause notice of such deposit to be duly given in The Canada Gazette pursuant to said Section 148.

5. Except as amended hereby, the Conditional Sale Agreement, the Lease, and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto, pursuant to due corporate authority, have caused this instrument to be exe-

cuted in their respective corporate names by duly authorized officers, and their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

GENERAL MOTORS CORPORATION  
(Electro-Motive Division),

by

[Corporate Seal]

*P. D. Hammel*  
Vice President

Attest:

*E. P. Langlois*  
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent,

by

[Corporate Seal]

*C. M. Welch*  
Assistant Vice President

Attest:

*C. A. Drayton*  
Assistant Corporate Trust Officer

BANKERS TRUST COMPANY, as Trustee,

by

[Corporate Seal]

*J. M. Hutton*  
Vice President

Attest:

*[Signature]*  
Assistant Secretary

BURLINGTON NORTHERN INC.,

by

[Corporate Seal]

*W. K. Bush*  
Vice President

Attest:

*E. C. Lanning*  
Assistant Secretary

STATE OF ILLINOIS, )  
COUNTY OF COOK, ) ss.:

On this 27 day of July, 1970, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is a Vice President of GENERAL MOTORS CORPORATION (Electro-Motive Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*[Signature]*  
Notary Public

[Notarial Seal]

My commission expires: OCTOBER 28, 1971

STATE OF MARYLAND, )  
 ) ss.:  
CITY OF BALTIMORE, )

On this 22<sup>ND</sup> day of July, 1970, before me personally appeared C. M. Webb, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

tion.

*Dorothy E. Schary*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires: 7-1-74

**DOROTHY E. SCHARF**  
**NOTARY PUBLIC**  
 My Commission Expires July 1, 1974

STATE OF NEW YORK, )  
 ) ss.:  
COUNTY OF NEW YORK, )

On this *20th* day of July, 1970, before me personally appeared **J. B. PETTERSON**, to me personally known, who, being by me duly sworn, says that he is a Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Britt J. Abrahamson*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

BRITT J. ABRAHAMSEN  
Notary Public, State of New York  
No. 24-0005825  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1971

STATE OF MINNESOTA, )  
 ) ss.:  
COUNTY OF RAMSEY, )

On this 29<sup>th</sup> day of July, 1970, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is a Vice President of BURLINGTON NORTHERN INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:

J. A. McCarthy  
Notary Public

J. H. McCARTHY,  
Notary Public, Ramsey County, Minn.  
My Commission Expires Jan. 6, 1975



EXHIBIT A  
(Deleted description of Equipment)

<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Inclusive)</u>
3600 H.P. Model F 45 diesel electric locomotives	No. 8069 dated June 2, 1969, as amended by Supplements dated Dec. 15, 1969 and March 16, 1970	McCook, Illinois	12	441-452

EXHIBIT B  
(Substituted description of Equipment)

<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Inclusive)</u>
3600 H.P. Model F 45 diesel electric locomotives	No. 8069 dated June 2, 1969, as amended by Supplements dated Dec. 15, 1969 and March 16, 1970	McCook, Illinois	12	6614-6625